

Company number 04031883

**ORDINARY AND SPECIAL RESOLUTION
of
Serviced Office Group Plc (Company)**

Passed on 25 May 2011

At an annual general meeting of the Company duly convened and held at 22 Long Acre, London, EC2E 9LY on 25 May 2010 at 11.00am, the following resolutions were duly passed as an ordinary and a special resolution.

ORDINARY RESOLUTION

To generally and unconditionally authorise, in accordance with section 551 of the Companies Act 2006 (**2006 Act**), the directors of the Company (**Directors**) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £501,696. This authority:

1. will expire in the earlier of the date of the Company's next annual general meeting and 25 August 2012, except that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allocated or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
2. is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

SPECIAL RESOLUTION

To generally authorise and empower the Directors, subject to the passing of resolution 7 and in accordance with section 570 of the 2006 Act, to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 4, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- (a) be used in connection with a rights issue or the exercise of existing options granted by the Company;
- (b) be limited to the allotment of equity securities (otherwise than those allotted pursuant to paragraph (a) above) up to an aggregate nominal amount of £228,043; and
- (c) expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 25 August 2012 except that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.


Chairman